

1 JACOB T. BEISWENGER (S.B. #321012)
2 jbeiswenger@omm.com
3 O'MELVENY & MYERS LLP
4 400 South Hope Street
5 Los Angeles, California 90071-2899
6 Telephone: (213) 430-6000
7 Facsimile: (213) 430-6407

8 NANCY A. MITCHELL (*pro hac vice*)
9 nmitchell@omm.com
10 MATTHEW L. HINKER (*pro hac vice*)
11 mhinker@omm.com
12 O'MELVENY & MYERS LLP
13 7 Times Square
14 New York, New York 10036
15 Telephone: (212) 326-2000
16 Facsimile: (213) 326-2061

17 PETER FRIEDMAN (*pro hac vice*)
18 pfriedman@omm.com
19 O'MELVENY & MYERS LLP
20 1625 Eye Street, NW
21 Washington, DC 20006
22 Telephone: (202) 383-5300
23 Facsimile: (202) 383-5414

24 *Attorneys for Governor Gavin Newsom*

25 **UNITED STATES BANKRUPTCY COURT**
26 **NORTHERN DISTRICT OF CALIFORNIA**
27 **SAN FRANCISCO DIVISION**

28 In re:

29 PG&E CORPORATION,
30 -and-

31 PACIFIC GAS & ELECTRIC
32 COMPANY,

33 Debtors.

34 Case No. 19-30088 (DM)
35 Chapter 11 Lead Case
36 (Jointly Administered)

37 **GOVERNOR GAVIN NEWSOM'S
38 RESERVATION OF RIGHTS IN
39 CONNECTION WITH CONFIRMATION
40 OF DEBTORS' AND SHAREHOLDER
41 PROPONENTS' JOINT CHAPTER 11
42 PLAN OF REORGANIZATION**

43 **[Related to Docket No. 5700]**

44 Date: May 27, 2020
45 Time: 10:00 a.m. (Pacific Time)
46 Place: United States Bankruptcy Court
47 Courtroom 17, 16th Floor
48 San Francisco, CA 94102

49 Affects PG&E Corporation
50 Affects Pacific Gas & Electric
51 Company
52 Affects both Debtors
53
54 **All papers shall be filed in the Lead
55 Case, No. 19-30088 (DM)*

56 Governor Gavin Newsom, by and through his counsel, O'Melveny & Myers LLP,
57 respectfully submits this reservation of rights (the "**Reservation of Rights**") in connection with the
58 hearing to consider confirmation of the *Debtors' and Shareholder Proponents' Joint Chapter 11*
59 *Plan of Reorganization Dated March 16, 2020* [Docket No. 6320] (the "**Plan**").¹ Governor

60 _____
61 ¹ Capitalized terms used but not defined herein have the meaning given to such terms in the Disclosure Statement.

Newsom files this Reservation of Rights in his official capacity as Governor of the state of California, but not on behalf of any agency, department, unit or entity of the state of California.² In support of the Reservation of Rights, Governor Newsom respectfully states as follows:

1. The Debtors and the Governor’s Office continue to work to implement the commitments reflected in the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving Case Resolution Contingency Process and (II) Granting Related Relief* [Docket No. 6398] (the “**Case Resolution Contingency Process**”) and Plan OII.

2. The Debtors' commitments include a requirement that the Plan Documents (including documents included in the Plan Supplement) and any amendments to the Plan be in form and substance acceptable to the Governor's Office. The Plan Documents are not final and therefore, the Governor's Office has not yet reviewed and approved each of the Plan Documents.

3. Governor Newsom expects the Debtors to fulfill their commitments by the Effective Date. Therefore, the Governor does not object to confirmation of the Plan, and provided the Debtors complete the implementation of their commitments, the Governor supports the confirmation of the Plan.

Dated: May 15, 2020

O'MELVENY & MYERS LLP

By: /s/ Jacob T. Beiswenger

JACOB T. BEISWENGER

By: /s/ Matthew L. Hinker

NANCY A. MITCHELL (*pro hac vice*)
PETER FRIEDMAN (*pro hac vice*)
MATTHEW HINKER (*pro hac vice*)

Attorneys for Governor Gavin Newsom

² The Attorney General has appeared in these proceedings on behalf of certain agencies and departments of the state of California. The Governor does not take a position on the issues raised in those filings in this pleading.